

RECORDATION NO. 26853-C FILED

JUN 26 '07 -1 2 3 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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June 26, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 14, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26853.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, Rhode Island 02901

Lessee: Cemex, Inc.  
840 Gessner, Suite 1400  
Houston, Texas 77024

Mr. Vernon A. Williams  
June 26, 2007  
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A description of the railroad equipment covered by the enclosed document is:

18 covered hopper railcars: SDWX 9900 – SDWX 9919 (excluding SDWX 9902 and SDWX 9912).

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 26 '07

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## MEMORANDUM OF LEASE AGREEMENT

## SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 14, 2007, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CEMEX, INC. ("Lessee"), with reference to the following:

1. Pursuant to Lease Agreement Schedule No. 07709-00402-004 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment identified in the Schedule A attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC  
As Lessor

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

CEMEX, INC.  
As Lessee

By: Everardo Nolasco  
Name: Everardo Nolasco  
Title: Treasurer

State of Rhode Island     )  
   ) ss:  
 County of Providence     )

On this 26<sup>th</sup> day of June 2007, before me personally appeared  
Patricia Smith-Disu, to me personally known, who being duly sworn, says that  
 he/she is Vice President of Banc of America Leasing & Capital, LLC, that  
 said instrument was signed and sealed on behalf of said corporation and that said instrument is  
 the free act and deed of said corporation.

Cynthia B. Wilson  
 Notary Public

My Commission expires on: 10/20/08

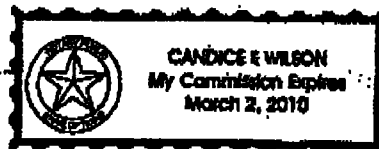


State of Texas     )  
   ) ss:  
 County of Harris     )

On this 26 day of June, 2007, before me personally appeared  
Everardo Villacreal, to me personally known, who being duly sworn, says  
 that he/she is Treasurer of CEMEX, INC., that said instrument was signed and  
 sealed on behalf of said corporation and that said instrument is the free act and deed of said  
 corporation.

Candice E. Wilson  
 Notary Public

My Commission expires on: March 2, 2010



**Bank of America**



**SCHEDULE A EQUIPMENT**

The following documents are attached to and made a part hereof:

Schedule to Lease Agreement No. 07709-00402-004  
UCC-1 Financing Statement, and  
Memorandum of Lease Agreement

with: CEMEX, INC.

Qty	Description
	Equipment is initially located at: 840 Gessner, Suite 1400, Houston, TX 77024
18	1997 Railcar, Thrall, 110 ton, covered hoppers
	SDWX 9919
	SDWX 9901
	SDWX 9908
	SDWX 9909
	SDWX 9910
	SDWX 9911
	SDWX 9913
	SDWX 9914
	SDWX 9916
	SDWX 9917
	SDWX 9900
	SDWX 9903
	SDWX 9904
	SDWX 9905
	SDWX 9906
	SDWX 9907
	SDWX 9915
	SDWX 9918

**BANC OF AMERICA LEASING & CAPITAL, LLC**  
**SUCCESSOR-BY-MERGER TO**  
**FLEET CAPITAL CORPORATION**

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

**CEMEX, INC.**

By: [Signature]  
Name: Everardo Villalobos  
Title: Treasurer

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/26/07



\_\_\_\_\_  
Robert W. Alvord